

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2003-02-10**

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([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**CLAYTON THOMAS F**

CIK: **1181305**

Type: **4**

Mailing Address

*C/O 420 MAIN STREET  
EVANSVILLE IN 47708*

### SUBJECT COMPANY

**OLD NATIONAL BANCORP /IN/**

CIK: **707179** | IRS No.: **351539838** | State of Incorporation: **IN** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-15817** | Film No.: **03546710**

SIC: **6021** National commercial banks

Mailing Address

*420 MAIN ST  
EVANSVILLE IN 47708*

Business Address

*420 MAIN ST  
EVANSVILLE IN 47708  
8124641434*

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, DC 20549**

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of  
1934, Section 17(a) of the Public Utility Holding Company Act of  
1935 or Section 30(h) of the Investment Company Act of 194

Estimated average burden  
hours per response...0.5

0

(Print or Type Responses)

1. Name and Address of Reporting Person*  <p align="center"><b>Clayton, Thomas F.</b></p>		2. Issuer Name and Ticker or Trading Symbol  <p align="center"><b>Old National Bancorp ONB</b></p>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:5%;"></td> <td style="width:65%;">Director</td> <td style="width:5%;"></td> <td style="width:25%;">10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td></td> <td>Other (specify below)</td> </tr> <tr> <td colspan="4" style="text-align: center;"><b>Executive Vice President</b></td> </tr> </table>					Director		10% Owner	<input checked="" type="checkbox"/>	Officer (give title below)		Other (specify below)	<b>Executive Vice President</b>			
	Director		10% Owner																	
<input checked="" type="checkbox"/>	Officer (give title below)		Other (specify below)																	
<b>Executive Vice President</b>																				
(Last) (First) (Middle)  <p align="center"><b>8004 Washington Ave</b></p>		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year  <p align="center"><b>January 10, 2003</b></p>		7. Individual or Joint/Group Filing (Check Applicable Line)														
(Street)  <p align="center"><b>Evansville, IN 47715</b></p>		5. If Amendment, Date of Original (Month/Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person		<input type="checkbox"/> Form filed by More than One Reporting Person														
(City) (State) (Zip)		<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>																		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr.8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)										
			Code	V	Amount	(A) or (D)	Price													
Common stock	01/27/03		J	V	63.497	A		1,333.434	D											
Common stock	01/27/03		J	V	51.956	A		1,091.068	I1											
Common stock	01/27/03		J	V	54.636	A		1,147.350	I2											
Common stock								10,747.838	I3											
Common stock	01/10/03		L	V	8.440	A	23.7252	13,328.800	I4											

	01/27/03		J	V	634.303	A								
J Shrs recd pursuant to stock dividend on ONB														
common stock with a record date of 1/6/2003														
D Thomas F Clayton														
II T F Clayton CF Laurel Jane Clayton														
12 T F Clayton CF Patricia Carter Clayton														
13 ONB Emp Savings and Profit Sharing Plan														
14 Susan Clayton spouse														

<b>FORM 4 (continued)</b>	<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Date/Year)	3A. Deemed Execution Date, if any (Month/Date/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	78,057		(1)	6/27/2011	common stock	78,057	N/A	78,057	Direct (D)	
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	14,433		(2)	6/27/2011	common stock	14,433	N/A	14,433	Direct (D)	
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	87,150		(3)	1/22/2012	common stock	87,150	N/A	87,150	Direct (D)	

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Explanation of Responses:

- (1) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (2) The Option is Immediately Exercisable.
- (3) The Option vests in 4 equal annual installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

[Redacted Signature]

\*\*Signature of Reporting Person

[Redacted Date]

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Last Update: 09/05/2002